

GASTON SNOW & ELY BARTLETT

ONE FEDERAL STREET
BOSTON, MASSACHUSETTS 02110

RECORDATION NO.

13361-E

WILLIAM GASTON (1844-1894)
FREDERICK E. SNOW (1886-1935)
JOSEPH B. ELY (1905-1956)
JOSEPH W. BARTLETT (1901-1960)

617/426-4600
TELEX: 94-0890 GASTON BSN
CABLE: GASTOW
TELECOPY 617/426-6865

JAN 4 1982-11 30 AM

TWO PALO ALTO SQUARE
PALO ALTO, CALIFORNIA 94304
415/856-2400

INTERSTATE COMMERCE COMMISSION

2801 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134
305/445-1477

January 4, 1982

2-0024067

GASTON SNOW BEEKMAN & BOGUE
14 WALL STREET
NEW YORK, NEW YORK 10005
212/227-8200

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No.

Date JAN 4 1982

Fee \$ 10.00

Dear Sir:

ICC Washington, D.C.

Enclosed please find an original and two (2) executed and acknowledged counterparts of the following document to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

Supplement to Security Agreement, a secondary document, dated as of January 4, 1982, between the following parties:

Debtor: The Connecticut Bank and Trust Company,
Trustee
One Constitution Plaza
Hartford, Connecticut 06103

Secured
Party: Mercantile-Safe Deposit and Trust Company,
Trustee
Two Hopkins Plaza
Baltimore, Maryland 21203

The primary document to which this document relates is recorded under Recordation No. 13361-A.

A description of the equipment to be covered by the document follows:

3 100-ton double rotary BethGon Coalporter gondola cars, AAR Mechanical Designation GT, AAR Type Code G092, and bearing numbers GSNX 64 to 67 inclusive and 354 100-ton BethGon Coalporter gondola cars, AAR Mechanical Designation GT, AAR Type Code G092, and bearing numbers GSNX 344-697, inclusive.

A short summary of the document to appear in the index follows:

Supplement to Security Agreement between The Connecticut Bank and Trust Company, Trustee, One Constitution Plaza, Hartford, Connecticut 06103 and Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, Maryland 21203, dated as of January 4, 1982 and covering 3 100-ton double rotary gondola cars, numbers GSNX 64 to 66, inclusive, and 354 100-ton single rotary gondola cars, numbers GSNX 344-697, inclusive.

Handwritten signature/initials in left margin.

GASTON SNOW & ELY BARTLETT

Secretary
Interstate Commerce Commission
Page 2

A fee of \$10 is enclosed. Please return the originals and any extra counterparts not needed by the Commission for recordation to the undersigned at the Boston address indicated above.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Joseph C. Kennedy, Jr.", with a long horizontal flourish extending to the right.

Joseph C. Kennedy, Jr.

JCKjr/mtn
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

1/4/82

OFFICE OF THE SECRETARY

Joseph C. Kennedy, Jr.
Gaston Snow & Ely Bartlett
One Federal Street
Boston, Ma. 02110

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **1/4/82** at **11:30am**, and assigned recordation number(s). **13361-E**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

JAN 4 1982 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENT DATED AS OF JANUARY 4, 1982
TO
SECURITY AGREEMENT-TRUST DEED

Dated as of December 1, 1981

FROM

THE CONNECTICUT BANK AND TRUST COMPANY,
as TRUSTEE

TO

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,
as SECURITY TRUSTEE

RELATING TO:
605 ONE HUNDRED-TON
UNIT TRAIN
STEEL COAL PORTER CARS

Filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on _____, 198_ at _____, Recordation No. 13361-____.

FIRST SUPPLEMENT
TO
SECURITY AGREEMENT-TRUST DEED

This First Supplement dated as of January 4, 1982 to Security Agreement-Trust Deed dated as of December 1, 1981 between The Connecticut Bank and Trust Company as Debtor, not in its individual capacity but solely as Trustee under a Trust Agreement dated as of December 1, 1981, and Mercantile-Safe Deposit and Trust Company, as Security Trustee.

W I T N E S S E T H

WHEREAS, the Debtor and the Secured Party have entered into a Security Agreement-Trust Deed dated as of December 1, 1981 (the "Security Agreement") relating to a certain borrowing made pursuant to a Participation Agreement also dated as of December 1, 1981 by the Debtor on December 16, 1981 relating to certain Beth Gon Coalporter cars described in Part I of Annex A to the Security Agreement;

WHEREAS, the Security Agreement has been filed for recordation with the Interstate Commerce Commission on December 16, 1981, Recordation No. 13361-A;

WHEREAS, the Debtor and the Secured Party now wish to subject additional Beth Gon coalporter cars to the security interest of the Secured Party to secure an additional borrowing to be made by the Debtor on the date hereof and to revise the Amortization Schedule attached to the Security Agreement as Schedule 1 thereto;

NOW THEREFORE, in consideration of the mutual covenants herein contained and other valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

A. Section 1.1 of the Security Agreement and Annex A thereto are hereby supplemented to include both Parts I and II of Annex A attached hereto as Exhibit 1 and the 605 Beth Gon coalporter cars described therein.

B. Schedule 1 to the Security Agreement is hereby deleted and replaced with Exhibit 2 hereto.

C. Each of the parties hereby reconfirms the representations, warranties and undertakings set forth in the Security Agreement as if set forth herein in full.

This First Supplement to the Security Agreement may be executed, acknowledged and delivered in any number of counterparts, one of which counterparts will be marked "Original" and the others marked "Duplicate" but all together only one and such First Supplement marked "Original" to be held by the Security Trustee.

IN WITNESS WHEREOF, the Debtor has caused this First Supplement to Security Agreement to be executed and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, in evidence of its acceptance of the trusts hereby created, has caused this First Supplement to Security Agreement to be executed on its behalf by one of its Assistant Vice Presidents and its corporate seal to be hereunto affixed, and said seal and this First Supplement to Security Agreement to be attested by one of its Assistant Corporate Trust Officers, all as of the day and year first above written.

[SEAL]

DEBTOR:

THE CONNECTICUT BANK AND TRUST
COMPANY, as Trustee as aforesaid

ATTEST


Assistant Secretary

By 
Assistant Vice President

SECURITY TRUSTEE:

[CORPORATE SEAL]

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as security trustee

ATTEST:

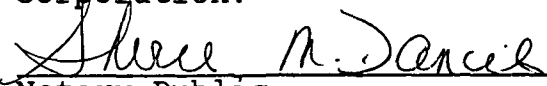
Assistant Corporate
Trust Officer

By _____
Assistant Vice President

STATE OF CONNECTICUT)
) ss HARTFORD
COUNTY OF HARTFORD)

On this 28th day of December, 1981, before me personally appeared Donald E. Smith, to me personally known, who being by me duly sworn, says that he is an assistant vice president of the CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]


Notary Public

My commission expires:

SHEREE M. DANIELS
NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1985

IN WITNESS WHEREOF, the Debtor has caused this First Supplement to Security Agreement to be executed and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, in evidence of its acceptance of the trusts hereby created, has caused this First Supplement to Security Agreement to be executed on its behalf by one of its Assistant Vice Presidents and its corporate seal to be hereunto affixed, and said seal and this First Supplement to Security Agreement to be attested by one of its Assistant Corporate Trust Officers, all as of the day and year first above written.

[SEAL]

DEBTOR:

THE CONNECTICUT BANK AND TRUST
COMPANY, as Trustee as aforesaid

ATTEST

Assistant Secretary

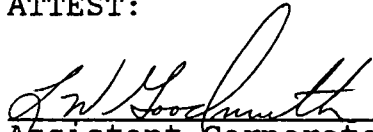
By _____
Assistant Vice President

SECURITY TRUSTEE:

[CORPORATE SEAL]

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as security trustee

ATTEST:



Assistant Corporate
Trust Officer

By 

Assistant Vice President

STATE OF CONNECTICUT)
) ss
COUNTY OF)

On this _____ day of December, 1981, before me personally appeared Donald E. Smith, to me personally known, who being by me duly sworn, says that he is an assistant vice president of the CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

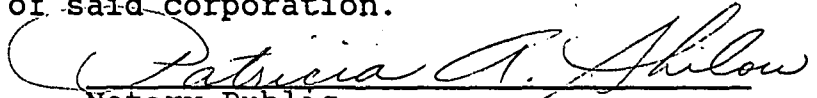
Notary Public

My commission expires:

STATE OF MARYLAND)
) ss
CITY OF BALTIMORE)

On this 29th day of December, 1981, before me personally appeared Russell E. Schreiber, to me personally known, who being by me duly sworn, says that he is an Assistant Vice President of the MERCANTILE-SAFE DEPOSIT TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]


Notary Public

My commission expires: 7-1-82

EXHIBIT 1

ANNEX A

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Car Numbers (Both Inclusive)</u>	<u>Unit Base Price</u>	<u>Maximum Purchase Price</u>	<u>Estimated Time and Place of Delivery</u>
<u>Part I:</u>							
Beth Gon Coalporter	100-Ton Double Rotary	Bethlehem, PA	4	60-63	\$41,878.82	\$ 167,515.28	December 16, 1981
Beth Gon Coalporter	100-Ton Single Rotary	Bethlehem, PA	244	100-343	\$41,528.82	\$10,133,032.03	December 16, 1981
TOTAL PART I						<u>\$10,300,547.31</u>	
<u>Part II:</u>							
Beth Gon Coalporter	100-Ton Double Rotary	Bethlehem, PA	3	64-66	\$41,164.09	\$ 123,492.27	December 31 1981
Beth Gon Coalporter	100-Ton Single Rotary	Bethlehem, PA	354	344-697	\$40,814.09	\$14,448,187.86	December 31, 1981
TOTAL PART II						<u>\$14,571,680.13</u>	
AGGREGATE TOTAL						<u><u>\$24,872.227.44</u></u>	

aggregate of all loans

loan amount: 1000000.00
 % of total cost: 53.709497%
 filename: 'GSUS1.PAR'

debt rate: 17.000%
 payment: semiannual
 10-Dec-81 16:49

Page # 1

pay no.	date	beginning principal	debt service	interest	principal	remaining balance
funding	16 Dec 81	0.00	0.00	0.00	0.00	409917.36
funding	4 Jan 82	409917.36	0.00	0.00	0.00	1000000.00
interim	1 Mar 82	1000000.00	30160.19	30160.19	0.00	1000000.00
1	Sep 1982	1000000.00	97599.27	85000.00	12599.27	987400.73
2	Mar 1983	987400.73	97599.27	83929.06	13670.21	973730.52
3	Sep 1983	973730.52	97599.27	82767.10	14832.17	958898.35
4	Mar 1984	958898.35	97599.27	81506.36	16092.91	942805.44
5	Sep 1984	942805.44	97599.27	80138.46	17460.81	925344.63
6	Mar 1985	925344.63	97599.27	78654.30	18944.97	906399.66
7	Sep 1985	906399.66	97599.27	77043.97	20555.30	885844.36
8	Mar 1986	885844.36	97599.27	75296.77	22302.50	863541.86
9	Sep 1986	863541.86	91253.78	73401.06	17852.72	845689.14
10	Mar 1987	845689.14	86539.39	71883.58	14655.81	831033.33
11	Sep 1987	831033.33	89712.10	70637.84	19074.26	811959.07
12	Mar 1988	811959.07	84215.41	69016.52	15198.89	796760.18
13	Sep 1988	796760.18	88159.01	67724.62	20434.39	776325.79
14	Mar 1989	776325.79	81821.87	65987.70	15834.17	760491.62
15	Sep 1989	760491.62	86541.98	64641.79	21900.19	738591.43
16	Mar 1990	738591.43	79326.98	62780.28	16546.70	722044.73
17	Sep 1990	722044.73	84855.59	61373.81	23481.78	698562.95
18	Mar 1991	698562.95	90828.32	59377.85	31450.47	667112.48
19	Sep 1991	667112.48	90828.32	56704.57	34123.75	632988.73
20	Mar 1992	632988.73	90828.32	53804.05	37024.27	595964.46
21	Sep 1992	595964.46	90828.32	50656.98	40171.34	555793.12
22	Mar 1993	555793.12	90828.32	47242.42	43585.90	512207.22
23	Sep 1993	512207.22	90828.32	43537.62	47290.70	464916.52
24	Mar 1994	464916.52	90828.32	39517.91	51310.41	413606.11
25	Sep 1994	413606.11	90828.32	35156.52	55671.80	357934.31
26	Mar 1995	357934.31	90828.32	30424.42	60403.90	297530.41
27	Sep 1995	297530.41	90828.32	25290.09	65538.23	231992.18

pay. no.	date	beginning principal	debt service	interest	principal	remaining balance
28	Mar 1996	231992.18	90828.32	19719.34	71108.98	160883.20
29	Sep 1996	160883.20	90828.32	13675.08	77153.24	83729.96
30	Mar 1997	83729.96	90847.01	7117.05	83729.96	0.00
			-----	-----	-----	
totals			2765886.04	1764167.31	1000000.00	
			=====	=====	=====	

average life from 1 Mar 1982 is 10.200 years